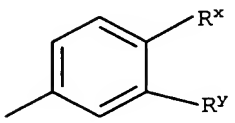
47. Compound of Claim 45 wherein R is



wherein R^x is selected from bromo, chloro, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, trifluoromethoxy, difluoromethoxy, isopropoxy, methoxy and ethoxy; and wherein R^y is selected from H, 4-methylpiperazinylsulfonyl, trifluoromethyl, morpholinylmethyl, 4-methylpiperazinylmethyl, 3-dimethylaminopyrrolidin-1-ylmethyl, 4-methylpiperazinylpropyl, 4-isopropylpiperazinylmethyl, 4-methylpiperidinylmethyl, 4-aminopiperidinylmethyl, 4-methylamino-piperidinylmethyl, 4-dimethylamino-piperidinylmethyl, 1-methylpyrrolidin-2-ylmethyl, dimethylaminoethyl, dimethylaminoethoxy, piperidinylethoxy, morpholinylethyloxy, 4-methylpiperazin-1-ylethoxy, 4-(dimethylaminoethyl)piperazin-1-ylmethyl, 4-isopropylpiperazinylmethoxy, piperdin-4-ylmethoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpiperdin-4-ylmethoxy, 1-isopropylpiperdin-4-ylmethoxy, 1-pyrrolidinylmethoxy, 1-pyrrolidinylethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-methylpyrrolidin-3-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-tetrahydrofurylmethoxy, diethylaminoethoxy, 2-(N,N-dimethylamino)acetylamino and 2-(N,N-dimethylamino)ethylamino.

48. Compound of Claim 45 wherein R^{1a} is a substituted or unsubstituted ring selected from 6-indazolyl, 4-quinolyl, indolyl, isoindolyl, benzotriazolyl, benzo[1,3]dioxolyl, pyrrolo[2,3-d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3,b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, pyrrolo[2,3-b]pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, and 4-quinazolinyl; wherein substituted R^1 is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, methoxyethoxy, amino, methylamino, ethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, dimethylaminoethoxy, piperdinylmethoxy, piperdin-1-ylethoxy, morpholinoethoxy, pyrrolidin-1-ylethoxy, 4-methylpiperazin-1-ylethoxy, methylaminocarbonyl, 1-pyrrolidinylbutylaminocarbonyl, dimethylaminoethylamino, dimethylaminopropylamino, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, aminocarbonyl, nitro, trifluoromethyl, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, and optionally substituted phenyl.

49. Compound of Claim 45 wherein R^2 is H or Cl.

50. A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound as in any of Claims 1-49.

51. A method of treating cancer in a subject, said method comprising administering an effective amount of a compound as in any of Claims 1-49.

52. The method of Claim 51 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents,

immunological agents, interferon-type agents and miscellaneous agents.

53. A method of treating angiogenesis in a subject, said method comprising administering an effective amount of a compound as in any of Claims 1-49.

54. A method of treating proliferation-related disorders in a mammal, said method comprising administering an effective amount of a compound of any of Claim 1-49.

55. Method of Claim 54 wherein the disorder is inflammation or an inflammation-related disorder.

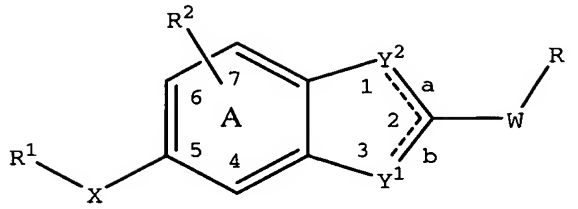
56. A method of reducing blood flow in a tumor in a subject, said method comprising administering an effective amount of a compound as in any of Claims 1-49.

57. A method of reducing tumor size in a subject, said method comprising administering an effective amount of a compound as in any of Claims 1-49.

58. A method of treating diabetic retinopathy in a subject, said method comprising administering an effective amount of a compound as in any of Claims 1-49.

59. A method of treating KDR-related disorders in a mammal, said method comprising administering an effective amount of a compound of Claims 1-49.

60. A method of treating angiogenesis in a subject, said method comprising administering an effective amount of a compound of Formula I'



I'

wherein W and X are independently selected from O, $S(O)_n$ and NR^4;

wherein Y^1 and Y^2 are independently selected from O, $S(O)_n$, N and NR^4;

wherein ring A optionally contains a nitrogen atom independently at position 4, 6 or 7;

wherein n is 0, 1 or 2;

wherein R is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-14 membered fused heterocyclyl,

d) substituted or unsubstituted cycloalkyl,

e) substituted or unsubstituted cycloalkenyl, and

f) alkyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, oxo, $-OC(O)R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, and lower alkyl substituted with R^5;

wherein R^1 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 4-6 membered heterocyclyl,

c) substituted or unsubstituted 9-14 membered fused heterocyclyl,

d) substituted or unsubstituted arylalkyl, and

e) substituted or unsubstituted heterocyclylalkyl,

where substituted R^1 is substituted with one or more substituents selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, alkylaminoalkoxyalkoxy, nitro, cyano, oxo, lower alkyl substituted with R^5;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R^5, lower alkenyl substituted with R^5, and lower alkynyl substituted with R^5;

wherein R^3 is independently selected from H, lower alkyl, lower aminoalkyl, lower alkylaminoalkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkylalkyl, and lower haloalkyl;

wherein R^4 is independently selected from H, and lower alkyl; and

wherein R^5 is one or more substituents independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl,

optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl, lower alkenyl and lower alkynyl;

and pharmaceutically acceptable derivatives thereof;

provided one of Y^1 and Y^2 is N or NH; and further provided only one of dashed lines a and b indicates a double bond.